

I. AMENDED OMNIBUS OBJECTION PROCEDURES

1. Grounds for Omnibus Objections. ~~The Debtors may file omnibus objections (each an “Omnibus Objection”) to claims on the grounds expressly set forth in Bankruptcy Rule 3007(d)(1)–(7).~~ The Commonwealth of Puerto Rico (the “Commonwealth”), the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”), the Puerto Rico Highways and Transportation Authority (“HTA”), and the Puerto Rico Electric Power Authority (“PREPA,” and together with the Commonwealth, COFINA, ERS, and HTA, the “Debtors,” and each individually, a “Debtor”),¹ may file omnibus objections (each an “Omnibus Objection”) to proofs of claim filed against one or more Debtors (each a “Claim,” and collectively the “Claims”), on the grounds expressly set forth in Rule 3007(d)(1)-(7) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), as well as on the following additional grounds (the “Additional Grounds”):

- a. Claims are inconsistent with the Debtors’ books and records, and Omnibus Objections filed on this Additional Ground shall include the amount, if any, of each Claim as reflected in the applicable Debtor’s books and records;
- b. Claims fail to specify the asserted amount for each Claim, or for each Claim only list the amount as “unliquidated,” “undetermined,” or “unknown,” and which Debtors contend should be liquidated at a particular amount, and Omnibus Objections filed on this Additional Ground shall identify the claim amount, if any, that the Debtor believes in good faith should be allowed;
- c. Claims seek recovery of amounts for which the Debtors are not liable, and Omnibus Objections filed on this Additional Ground shall identify the legal basis for the contention that the Debtor is not liable for the Claim;
- d. Claims are incorrectly and/or improperly classified; or
- e. Claims are filed against non-Debtors.

2. Form of Omnibus Objection. Each Omnibus Objection will be numbered consecutively, regardless of basis, and will be ~~provided~~filed and served in both Spanish and English. Each Omnibus Objection will denote whether it is based on a substantive or non-substantive basis or bases.

3. Claims Exhibits. An exhibit listing the Claims that are subject to the particular Omnibus Objection will be attached thereto. ~~Each exhibit (each a “Claims Exhibit”). Each Claims Exhibit~~ will include only the Claims to which there is a common basis or bases for the Omnibus Objection. ~~Claims for which there is more than one basis for the Omnibus Objection~~

¹ For purposes of this Motion only, and because COFINA has already reconciled substantially all of their proofs of claim, COFINA is not included among the Debtors.

~~will be referenced on each exhibit applicable thereto. The exhibits~~ Each Claims Exhibit will include, without limitation, the following information, alphabetized by claimant:

- ~~a.a.~~ the Claims that are the subject of the Omnibus Objection and, if applicable, the Proof of Claim number(s) related thereto from the Claims Register;
- ~~b.b.~~ the asserted amount of the Claim(s);
- ~~c.c.~~ the grounds for the Omnibus Objection; and
- ~~d.d.~~ other information, as applicable, including: (i) the proposed classification of Claims the Debtors seek to reclassify; (ii) the proposed Claim amount of Claims the Debtors seek to reduce; or (iii) the surviving Claims, if any, of groups of Claims the Debtors seek to expunge.

To the extent an Omnibus Objection seeks to reduce a claim or to liquidate an otherwise unliquidated claim, the claims exhibit shall include the proposed adjusted claim amount. Each omnibus objection will also be accompanied by a proposed order which shall provide a clear reference to the Claims Exhibit accompanying the objection. To the extent a Claims Exhibit is revised and resubmitted to the Court, the Debtors will provide the Court with revised proposed orders that attach the revised Claims Exhibits as attachments to the revised proposed order.

4. Notice and Service. Each Omnibus Objection will be filed with the Court on the docket of *In re Commonwealth of Puerto Rico*, Case No. 17 BK 3283-LTS, and served upon (a) any individual creditors subject to such Omnibus Objection, (b) the U.S. Trustee, and (c) the Master Service List (as defined by the *Order Further Amending Case Management Procedures* [Case No. 17-3283, ECF No. ~~3804~~4806]), which is available on the Debtors' case website at ~~<https://cases.primeclerk.com/puertorico.5.Local.Rule.3007-1>~~ <https://cases.primeclerk.com/puertorico>. ~~Pursuant to Puerto Rico Local Bankruptcy Rule 3007-1, the form of notice to accompany each Omnibus Objection will include the following notice in a conspicuous location shall be approved by the Court.~~

~~IMPORTANT NOTICE PURSUANT TO LOCAL RULE 3007-1~~

~~Within thirty (30) days after service as evidenced by the certification, and an additional three (3) days pursuant to Fed. R. Bank. P. 9006(f) if you were served by mail, any party against whom this paper has been served, or any other party to the action who objects to the relief sought herein, shall serve and file an objection or other appropriate response to this paper with the clerk's office of the United States District Court for the District of Puerto Rico. If no objection or other response is filed within the time allowed herein, the objection will be deemed unopposed and may be granted unless: (1) the requested relief is forbidden by law; (2) the requested relief is against public policy; or (3) in the opinion of the court, the interest of justice requires otherwise. If you file a timely response, the court may schedule a hearing.~~

5. ~~6.Omnibus Hearings~~Hearing. Each Omnibus Objection shall be set for a hearing at the next omnibus hearing set by the Court, but in no event less than forty-five (45) days after service of the Omnibus Objection (the "Hearing"). Absent leave of court, a maximum of thirty (30) omnibus objections may be scheduled for any omnibus hearing date. ~~In the Debtors' sole discretion,~~ and, upon three (3) business days' prior notice to an individual creditor subject to an Omnibus Objection, the Debtors may adjourn the Hearing on the Omnibus Objection to a subsequent

hearing date without further order of the Court. For claims subject to an Omnibus Objection and with respect to which no response is filed in accordance with the proposed response procedures (a “Response”), the Court may grant the Omnibus Objection with respect to those claims without further notice or hearing. For claims subject to an Omnibus Objection for which a Response is filed in accordance with the proposed response procedures, and for which the issues raised in the Response are resolved prior to the Hearing, the Debtors may request at the Hearing that the Court enter an order granting the Omnibus Objection with respect to such claim(s). If such claim(s) cannot be resolved and a hearing is determined to be necessary, the Debtors shall file with the Court and serve on the affected claimant(s) a notice of the hearing, to the extent the Debtors did not file a notice of hearing previously.

6. ~~7.~~ Contested Matter. Each claim subject to an Omnibus Objection, along with any ~~Responses~~ Response thereto, shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Court with respect to an Omnibus Objection will be deemed a separate order with respect to such claim. The Debtors may, in their discretion and in accordance with other orders of this Court ~~or~~ and the provisions of the Bankruptcy Code and the Bankruptcy Rules, settle the priority, amount, and validity of such contested claims without any further action, order, or approval of the Court. However, at least ten (10) business days prior to settling any claim, the Debtors shall contact counsel for the Creditors’ Committee (in the manner and as defined by the *Order Further Amending Case Management Procedures* [Case No. 17- 3283, ECF No. ~~3804~~ 4806]), which is available on the Debtors’ case website at <https://cases.primeclerk.com/puertorico>, to advise them of the Debtors’ intent to settle the claim (“Claim Settlement Notice”). The Claim Settlement Notice shall include ~~the~~ (i) the claim number, (ii) the amount of the claim, (iii) a brief description of the intended settlement of the claim. If the Creditors’ Committee does not inform Debtors of any objections to the Claim Settlement Notice within five (5) business days of service, or if any such objections are resolved by negotiations between the Debtors and the Creditors’ Committee, then the Debtors may proceed in accordance with other orders of this Court ~~or~~ and the provisions of the Bankruptcy Code and the Bankruptcy Rules, to settle the priority, amount, and validity of the contested claims as described in its Claim Settlement Notice, as modified by the parties’ negotiations.

II. RESPONSES TO OMNIBUS OBJECTIONS

7. ~~8.~~ Parties Required to File a Response. Any party who disputes an Omnibus Objection is required to file a Response in accordance with the procedures set forth herein. If a party whose claim is subject to an Omnibus Objection does not file and serve a Response in compliance with the procedures below, the Court may grant the Omnibus Objection with respect to such claim without further notice to the claimant.

8. ~~9.~~ Response Contents. Each Response must contain the following (at a minimum):

- a. a caption stating the name of the Court, the name of the Debtors, the case number, the title of the Omnibus Objection to which the Response is directed, and, if applicable, the Proof of Claim number(s) related thereto from the Prime Clerk (~~which will scheduled with the Omnibus Objection and is available on the Debtors’ case website at~~ website, <https://cases.primeclerk.com/puertorico>);

- b. a concise statement setting forth the reasons why the Court should not grant the Omnibus Objection with respect to such claim, including the factual and legal bases upon which the claimant will rely in opposing the Omnibus Objection;
- c. a copy of any other documentation or other evidence of the claim, to the extent not already included with the Proof of Claim, upon which the claimant will rely in opposing the Omnibus Objection; provided, however, that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; provided, further, that the claimant shall disclose to the Debtors all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely in support of its claim, subject to appropriate confidentiality constraints; and
- d. the following contact information for the responding party:
 - (i) the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant's attorney or designated representative to whom the attorneys for the Debtors should serve a reply to the Response, if any; or
 - (ii) the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the Omnibus Objection on the claimant's behalf.

9. ~~10.~~ Filing and Service of the Response. A Response will be deemed timely only if it is filed with the Court and served by 4:00 pm (Atlantic Time) on the ~~day that is 30~~ deadline for filing a Response set forth in the notice accompanying the Omnibus Objection (the "Response Deadline"), which in no event shall be less than thirty (30) calendar days from the date the Omnibus Objection is served (or an additional three (3) days pursuant to Fed. R. Bank. P. Bankruptcy Rule 9006(f) if service was by mail), ~~unless otherwise extended, in writing, by the Debtors (the "Response Deadline"). A Response must be served on the Oversight Board.~~ Each Response should be filed electronically with the Court on the docket of *In re Commonwealth of Puerto Rico*, Case No. 17 BK 3283-LTS. A Response should be filed electronically in searchable portable document format by a registered user of the Court's case filing system, except if a party is not an attorney who is a registered user of the Court's case filing system, the Response may be filed and served by mailing it to the Court's Clerk's office, the Oversight Board, and the Creditors' Committee (in the manner and as defined by the Order Further Amending Case Management Procedures [Case No. 17-3283, ECF No. 3804]), which is available on the Debtors' case website at <https://cases.primeclerk.com/puertorico.11>. ~~Discovery. As all initial Omnibus Objections will be made on non-substantive bases, no discovery will be permitted in relation to any Omnibus Objection at the following addresses:~~

Clerk's Office
United States District Court
Room 150 Federal Building
San Juan, Puerto Rico 00918-1767

Counsel for the Oversight Board
Proskauer Rose LLP
Eleven Times Square
New York, New York 10036-8299
Attn: Martin J. Bienenstock
Brian S. Rosen

Counsel for the Creditors' Committee
Paul Hastings LLP
200 Park Avenue
New York, New York 10166
Attn: Luc. A. Despins
G. Alexander Bongartz

Any Response must be mailed so as to be received by the Clerk's Office, the Oversight Board, and the Creditors' Committee no later than 4:00 pm (Atlantic Standard Time) on the Response Deadline, unless otherwise extended by the Debtors, in writing, or upon a written request to the Court and order of the Court extending the deadline. If a party is unable to file and serve a Response online or by mail as specified above, a Response may be filed in person at the following address by no later than 4:00 pm (Atlantic Standard Time) on the Response Deadline, unless otherwise extended by the Debtors, in writing, or upon a written request to the Court and order of the Court extending the deadline:

Clerk's Office
United States District Court
#150 Chardon Avenue
Federal Building
San Juan, Puerto Rico 00918

Each Response must include a certificate of service explaining how service was accomplished.

10. ~~12.~~ **Failure to Respond.** A Response that is not filed and served by the Response Deadline, or such other date as agreed with the Debtors, in accordance with the procedures set forth herein may not be considered by the Court at the Hearing. **Absent reaching an agreement with the Debtors resolving the Omnibus Objection to a Claim, failure to timely file and serve a Response as set forth herein may result in the Court granting the Omnibus Objection without further notice or hearing.** Upon entry of an order sustaining an Omnibus Objection, affected creditors will be served with such order.

11. ~~13.~~ **Reply to a Response.** The Debtors shall be permitted to file a reply to any Response on the docket of *In re Commonwealth of Puerto Rico*, Case No. 17 BK 3283-LTS no later than seven (7) calendar days before the Hearing with respect to the relevant Omnibus

Objection. Contemporaneously with their reply in support of any Omnibus Objection, the Debtors shall file a revised proposed order, which shall attach a revised Claims Exhibit detailing the status of each claim that is subject to such omnibus objection, including docket references for withdrawals of responses. To the extent the status of any claim changes, revised proposed orders, which shall attach revised Claims Exhibits, must be filed by 9:00am (AST) on the day before the omnibus hearing.

III. MISCELLANEOUS

12. ~~14.~~ Additional Information. Copies of these procedures, the Order, or any other pleadings filed in the Debtors' ~~PROMESA~~ Title III cases are available free online at <https://cases.primeclerk.com/puertorico>.

13. ~~15.~~ Inquiries. Creditors ~~may~~ should direct questions regarding the status of a particular ~~omnibus objections~~ Omnibus Objection to Prime Clerk at (844) 822-9231.

14. ~~16.~~ Reservation of Rights. NOTHING IN THESE PROCEDURES, ANY OMNIBUS OBJECTION, OR ANY OBJECTION NOTICE IS OR SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ANY RIGHTS OF THE DEBTORS OR ANY OTHER PARTY IN INTEREST IN THESE CASES TO DISPUTE ANY CLAIMS, ASSERT COUNTERCLAIMS, RIGHTS OF OFFSET OR RECOUPMENT, DEFENSES, OBJECT TO CLAIMS (OR OTHER CLAIMS OR CAUSES OF ACTION OF A CLAIMANT) ON ANY GROUNDS NOT PREVIOUSLY RAISED IN AN OBJECTION, UNLESS THE COURT HAS ALLOWED A CLAIM OR ORDERED OTHERWISE, OR SEEK TO ESTIMATE ANY CLAIM AT A LATER DATE. AFFECTED PARTIES WILL BE PROVIDED APPROPRIATE NOTICE THEREOF AT SUCH TIME.

15.

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Input:	
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